

**HIGHLY CONFIDENTIAL****UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

VIACOM INTERNATIONAL INC., ET	)	
AL.,	)	
	)	ECF Case
Plaintiffs,	)	
v.	)	Civil No. 07-CV-2103 (LLS)
	)	
YOUTUBE, INC., ET AL.,	)	
	)	
Defendants.	)	
THE FOOTBALL ASSOCIATION	)	
PREMIER LEAGUE LIMITED, ET AL.,	)	
on behalf of themselves and all others	)	ECF Case
similarly situated,	)	
	)	Civil No. 07-CV-3582 (LLS)
Plaintiffs,	)	
v.	)	
	)	
YOUTUBE, INC., ET AL.,	)	
	)	
Defendants.	)	

**DECLARATION OF ANDREW H. SCHAPIRO IN SUPPORT OF  
DEFENDANTS' OPPOSITION TO PLAINTIFFS' MOTIONS FOR PARTIAL  
SUMMARY JUDGMENT AND DEFENDANTS' OBJECTIONS TO  
EVIDENCE AND MOTION TO STRIKE MATERIAL FROM VIACOM'S  
SUMMARY JUDGMENT SUBMISSIONS AND PUTATIVE CLASS  
PLAINTIFFS' RULE 56.1 STATEMENT**

Andrew H. Schapiro, pursuant to 28 U.S.C. § 1746, hereby declares as follows:

1. I am a partner at the firm of Mayer Brown LLP, attorneys for Defendants YouTube, Inc., YouTube, LLC, and Google Inc. (collectively, "YouTube") in the above-captioned matters. I submit this Declaration in support of Defendants' Opposition to Plaintiffs' Motions for Partial Summary Judgment and Defendants' Objections to Evidence and Motion to Strike Material from Viacom's Summary Judgment Submissions and Putative Class Plaintiffs' Rule 56.1 Statement.

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2. Attached hereto are true and correct copies of the following documents.

Documents with the following Bates prefixes were produced by the following party or non-party in these actions:

- Documents with the Bates prefix “GOO001” were produced by YouTube in these actions.
- Documents with the Bates prefix “VIA” were produced by plaintiffs Viacom International Inc., Comedy Partners, Country Music Television, Inc., Paramount Pictures Corporation and Black Entertainment Television LLC (collectively, “Viacom”) in these actions.
- Documents with the Bates prefix “CH” were produced by named plaintiff Cherry Lane Music Publishing Company, Inc.
- Documents with the Bates prefix “PL” were produced by named plaintiff The Football Association Premier League Limited (“Premier League”), and documents with the Bates prefix “PLC” were produced by the individual Clubs making up the Premier League.
- Documents with the Bates prefix “RD” were produced by Reality Digital pursuant to a subpoena.
- Documents with the Bates prefix “MPAA” were produced by non-party Motion Picture Association of America pursuant to a subpoena.
- Documents with the Bates prefix “AM” were produced by non-party Audible Magic pursuant to a subpoena.
- Documents with the Bates prefix “CSSU” were produced by non-party Credit Suisse pursuant to a subpoena.
- Documents with the Bates prefix “WS” were produced by non-party WiredSet pursuant to a subpoena.
- Documents with the Bates prefix “AUD” were produced by non-party Auditude pursuant to a subpoena.
- Documents with the Bates prefix “BAYTSP” were produced by non-party BayTSP, Inc. pursuant to a subpoena.
- Documents with the Bates prefix “FS” were produced by non-party Fanscape Inc. pursuant to a subpoena.

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- Documents with the Bates prefix “ICED” or “IM” were produced by non-party ICED Media Ltd. pursuant to a subpoena.
- Documents with the Bates prefix “JK” were produced by non-party Jawed Karim pursuant to a subpoena.

Exhibit	Description
1	Excerpts of the Deposition of Warren Solow (Jan. 14, 2010)
2	BAYTSP 003734513 – BAYTSP 003734514
3	<i>Pacenza v. IBM Corp.</i> , No. 04 Civ. 5831 (SCR), slip op. (S.D.N.Y. July 26, 2007)
4	Email from Scott Wilkens to Michael Rubin (Feb. 18, 2010)
5	VIA02644435
6	VIA00024535
7	VIA10794802 – VIA10794804
8	GOO001-01855855
9	VIA10392821 – VIA10392822
10	VIA00366609 – VIA00366611
11	VIA10391626 – VIA10391627
12	GOO001-02464774
13	VIA01259506
14	GOO001-01151214 – GOO001-01151216
15	VIA00366904 – VIA00366905
16	ICED000659 – ICED000792
17	VIA01183836 – VIA01183837
18	GOO001-00858588 – GOO001-00858589
19	VIA01127413 – VIA01127417
20	VIA01256408 – VIA01256418
21	VIA00911452 – VIA00911453
22	VIA00346888 – VIA00346892
23	VIA10405927 – VIA10405928
24	VIA01986353
25	VIA00369528 – VIA00369534
26	VIA01107876 – VIA01107878
27	VIA00372241
28	FS020957 – FS020965
29	VIA10390550 – VIA10390552
30	VIA00183009 – VIA00183013
31	VIA10405377 – VIA10405378
32	VIA00330203 – VIA00330204
33	VIA00377151
34	VIA00373066
35	VIA11609108
36	VIA00373203

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37	BAYTSP 003720838 – BAYTSP 003720839
38	VIA10487876
39	VIA00830842 – VIA00830860
40	VIA00518503
41	YouTube screenshot, “Talking Dog from ‘Norbit’”
42	VIA00377161
43	VIA00430652
44	VIA16669294 – VIA16669298
45	VIA01163976 – VIA01163977
46	BAYTSP 004270654 – BAYTSP 004270656
47	BAYTSP 003733297 – BAYTSP 003733309
48	VIA00222252 – VIA00222253
49	VIA00353643
50	VIA00356563 – VIA00356565
51	VIA01987932
52	VIA00354498
53	VIA11918115 – VIA11918116
54	VIA01297987 – VIA01297993
55	FS008462 – FS008465
56	VIA00374543 – VIA00374544
57	VIA00859418 – VIA00859433
58	VIA00378149 – VIA00378150
59	VIA12603576
60	VIA02370869 – VIA02370871
61	FS047864
62	YouTube screenshot, “YouTube – GossipGirl40’s Channel”
63	VIA01293224
64	FS040028 – FS040030, FS005633 – FS005638, FS044318 – FS044322, FS006613 – FS006617, FS005922 – FS005930, FS008751 – FS008758
65	FS042795 – FS042819
66	FS042979
67	FS001794 – FS001808
68	“About Us,” <a href="http://www.youtube.com">www.youtube.com</a> (Apr. 28, 2005), retrieved from Internet Archive ( <a href="http://web.archive.org/web/20050428171556/www.youtube.com/about.php">http://web.archive.org/web/20050428171556/www.youtube.com/about.php</a> )
69	JK00004824 – JK00004825
70	JK00009428
71	Excerpts of the Deposition of Heather Gillette (Aug. 12, 2008)
72	“FAQ – South Park Studios” ( <a href="http://www.southparkstudios.com/fans/faq/archives.php?month=8&amp;year=2003">http://www.southparkstudios.com/fans/faq/archives.php?month=8&amp;year=2003</a> )
73	“YouTube removing Comedy Central Clips,” Oct. 30, 2006 ( <a href="http://money.cnn.com/2006/10/30/technology/youtube_comedycentral/index.htm">http://money.cnn.com/2006/10/30/technology/youtube_comedycentral/index.htm</a> )
74	G00001-09623261 – G00001-09623262

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75	JK00005044
76	JK00005042
77	Excerpts of the Deposition of Jawed Karim (June 9, 2009)
78	Excerpts of the Deposition of Tina Exarhos (Feb. 23, 2009)
79	VIA00557328 – VIA00557329
80	VIA00866489 – VIA00866491
81	JK00003503 – JK00003504
82	JK00006392 – JK00006393
83	Excerpts of the Deposition of Chad Hurley (Apr. 22, 2009)
84	JK00000226 – JK00000232
85	JK00006166 – JK00006169
86	JK00006156 – JK00006157
87	JK00009595 – JK00009596
88	VIA00330354
89	Excerpts of the Deposition of Tom Freston (Sept. 11, 2009)
90	Defendants’ “Highly Confidential” Amended Responses and Objections to Plaintiffs’ First Set of Interrogatories (Jan. 10, 2010)
91	VIA17711810 – VIA17711931
92	VIA11918012 – VIA11918013
93	Excerpts of the Deposition of Zahavah Levine (Apr. 2, 2009)
94	Excerpts of the Deposition of Micah Schaffer (July 23, 2008)
95	GOO001-06107604 – GOO001-06107605
96	GOO001-04887593 – GOO001-04887595
97	GOO001-00425955 – GOO001-00425956
98	GOO001-00192224 – GOO001-00192225
99	GOO001-00192600
100	GOO001-00543903 – GOO001-00543904
101	GOO001-04893650 – GOO001-04893659
102	Excerpts of the Deposition of Stanley Pierre-Louis (Oct. 14, 2008)
103	VIA17607534
104	Excerpts of the Deposition of Mika Salmi (Oct. 16, 2009)
105	“ITV Interview: Mika Salmi, Founder and CEO, Atom Entertainment”
106	VIA07326570
107	VIA01233269 – VIA01233270
108	Excerpts of the Deposition of Brian Bradford (Mar. 12, 2009)
109	Excerpts of the Rule 30(b)(6) Deposition of Stage Three Music (US), Inc., by Maryann Slim (Oct. 23, 2009)
110	Excerpts of the Deposition of Alex Ellerson (May 22, 2009)
111	HFA Terms of Use ( <a href="http://www.harryfox.com/public/termsUse.jsp">http://www.harryfox.com/public/termsUse.jsp</a> )
112	ASCAP Terms of Use ( <a href="http://www.ascap.com/about/terms/copyright.html">http://www.ascap.com/about/terms/copyright.html</a> )
113	Excerpts of the Deposition of Vance Ikezoye (Sept. 10, 2009)
114	Excerpts of the Deposition of Lauren Apolito (Jan. 7, 2010)
115	VIA01603422 – VIA01603445

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116	Excerpts of the Deposition of Brent Hurley (Aug. 26, 2008)
117	Excerpts of the Deposition of Scott Roesch (Sept. 25, 2009)
118	Excerpts of the Deposition of Randy St. Jean (Oct. 19, 2009)
119	RD017085 – RD017093
120	GOO001-00010746
121	Excerpts of the Deposition of Cuong Do (Feb. 13, 2009)
122	Excerpts of the Deposition of Varun Kacholia (Jan. 8, 2010)
123	VIA10353129 – VIA10353130
124	Excerpts of the Deposition of Victoria Libin (Dec. 2, 2009)
125	Ex. A to Plaintiffs’ Second Set of Interrogatories to Defendants YouTube, Inc., YouTube, LLC and Google Inc.
126	Excerpts of the Deposition of Mark Ishikawa (Jan. 14, 2010)
127	BAYTSP 003723655 – BAYTSP 003723656
128	BAYTSP 003738845 – BAYTSP 003738882
129	BAYTSP 003738714 – BAYTSP 003738745
130	BAYTSP 003726951 - BAYTSP003726953
131	Excerpts of the Deposition of Amy Powell (Dec. 15, 2009)
132	Excerpts of the Rule 30(b)(6) Deposition of YouTube, by Christopher Maxcy (Jan. 14, 2010)
133	Excerpts of the Rule 30(b)(6) Deposition of YouTube, by David King (Jan. 13, 2010)
134	Excerpts of the Deposition of Eric Schmidt (May 6, 2009)
135	Data produced by Audible Magic (Ikezoye Dep. Ex. 4A)
136	Excerpts of the Deposition of Viacom, by Lee L’Archevesque (Feb. 18, 2010)
137	MPAA012777 – MPAA012778
138	MPAA012808
139	VIA02072896 – VIA02072897
140	AM 002090 – AM 002091
141	GOO001-03427120 – GOO001-03427143
142	GOO001-08050272 – GOO001-08050275
143	BAYTSP 001125857 – BAYTSP 001125858
144	BAYTSP 003820301
145	Excerpts of the Deposition of Kent Walker (Dec. 17, 2009)
146	Excerpts of the Deposition of Alan Bell (Aug. 5, 2009)
147	Excerpts of the Rule 30(b)(6) Deposition of Viacom, by Mark Hall (Feb. 23, 2010)
148	VIA01707188 – VIA01707189
149	“Biz not sure how to treat upstart YouTube,” <i>The Hollywood Reporter</i>
150	MPAA-0501207
151	MPAA-0501218 – MPAA-0501219
152	GOO001-01622450
153	MPAA012723
154	MPAA012724
155	MPAA012767

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156	MPAA012776
157	GOO001-02529442 – GOO001-02529443
158	GOO001-02905739 – GOO001-02905740
159	GOO001-01528471 – GOO001-01528472
160	GOO001-01618900 – GOO001-01618902
161	GOO001-09645851 – GOO001-09645853
162	Excerpts of the Deposition of Dean Garfield (Nov. 2, 2009)
163	VIA16072829
164	MPAA-0009366
165	Excerpts of the Rule 30(b)(6) Deposition of The Football Association Premier League Limited, by Oliver Weingarten (Dec. 15-16, 2009)
166	Excerpts of the Rule 30(b)(6) Deposition of Fédération Française de Tennis, by Georgina Loth (Dec. 2, 2009)
167	Excerpts of the Rule 30(b)(6) Deposition of Cherry Lane Music Publishing Company, Inc., by Keith Hauprich (Sept. 24, 2009)
168	Excerpts of the Rule 30(b)(6) Deposition of Edward B. Marks Music Company, Freddy Bienstock Music Company d/b/a Bienstock Publishing Company and Alley Music Corporation, by Theodora Michaels (Sept. 24, 2009)
169	Excerpts of the Rule 30(b)(6) Deposition of The Music Force Media Group LLC, The Music Force LLC, and Sin-Drome Records, by Henry Marx (Nov. 3, 2009)
170	Excerpts of the Deposition of Victoria Traube (October 8 2009)
171	Excerpts of the Deposition of Theresa Torrance (Jan. 21, 2009)
172	Excerpts of the Rule 30(b)(6) Deposition of X-Ray Dog Music, Inc., by Timothy Stithem (Dec. 8, 2009)
173	VIA01704321 – VIA01704323
174	VIA00613131 – VIA00613133
175	“Viacom Chief Says YouTube Clips Weren’t Licensed (Update 1),” <i>Bloomberg Businessweek</i> , Mar. 25, 2010 ( <a href="http://www.businessweek.com/news/2010-03-25/viacom-chief-says-youtube-clips-weren-t-licensed-update1-.html">http://www.businessweek.com/news/2010-03-25/viacom-chief-says-youtube-clips-weren-t-licensed-update1-.html</a> )
176	VIA00911831
177	VIA00182868
178	VIA02182390
179	VIA10129251 – VIA10129254
180	VIA01055149 – VIA01055150
181	VIA12601627 – VIA12601629
182	VIA01227862
183	Excerpts of the Deposition of Omid Kordestani (Feb. 12, 2009)
184	Excerpts of the Deposition of David Drummond (Feb. 12, 2009)
185	VIA00613676
186	VIA00613194 – VIA00613195
187	VIA00328176
188	VIA01184175 – VIA01184176
189	VIA00343398

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190	VIA00671509
191	VIA01179558 – VIA01179560
192	VIA02071393
193	VIA01893734
194	VIA00396145 – VIA00396146
195	VIA09076933 – VIA09076942
196	Excerpts of the Deposition of Suzanne Reider (Oct. 3, 2008)
197	GOO001-01620945
198	GOO001-06107416
199	VIA00471741 – VIA0471744
200	VIA00258331
201	GOO001-00234754 – GOO001-00234760
202	GOO001-00566305 – GOO001-00566310
203	Excerpts of the Deposition of Patrick Walker (July 22, 2008)
204	Excerpts of the Deposition of Peter Chane (Dec. 2, 2009)
205	Excerpts of the Deposition of Bhanu Narasimhan (Sept. 18, 2009)
206	Excerpts of the Deposition of David Eun (Aug. 7, 2009)
207	Excerpts of the Deposition of Jonathan Rosenberg (Dec. 4, 2009)
208	Excerpts of the Deposition of Sergey Brin (Oct. 15, 2009)
209	Excerpts of the Deposition of Larry Page (Oct. 1, 2009)
210	Excerpts of the Deposition of Tim Armstrong (Oct. 30, 2008)
211	Excerpts of the Deposition of Maryrose Dunton (Aug. 22, 2008)
212	Excerpts of the Deposition of Storm Duncan (July 16, 2008)
213	CSSU 003560 – CSSU003586
214	Excerpts of the Deposition of Jason Witt (Sept. 25, 2008)
215	VIA01497249 – VIA01497338
216	VIA01474688 – VIA01474724
217	Excerpts of the Deposition of Judy McGrath (July 29, 2009)
218	VIA00574637 – VIA00574639
219	VIA01707396 – VIA01707398
220	VIA01837343 – VIA01837344
221	Excerpts of the Rule 30(b)(6) Deposition of Viacom, by Warren Solow (Dec. 18, 2009)
222	Excerpts of the Deposition of Roelof Botha (Aug. 5, 2009)
223	VIA15293049 – VIA15293056
224	VIA11495647 – VIA11495660
225	VIA11495816 – VIA11495837
226	VIA15154372 – VIA15154386
227	VIA16674999 – VIA16675027
228	VIA15293234 – VIA15293246
229	VIA11920121 – VIA11920166
230	VIA11494286 – VIA11494449
231	VIA12619574 – VIA12619606



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232	VIA10942639 – VIA10942643
233	VIA13670445 – VIA13670460
234	VIA16421052 – VIA16421053
235	VIA08766210 – VIA08766212
236	VIA14012942
237	VIA17063901 – VIA17063937
238	VIA16074316 – VIA16074319
239	VIA00330494 – VIA00330495
240	VIA16074297 – VIA16074300
241	VIA10405260
242	VIA10402213 – VIA10402214
243	VIA11786386
244	VIA00468808
245	VIA16073161 – VIA16073162
246	VIA00206833
247	VIA00206834
248	VIA02094724
249	BAYTSP 003742450 – BAYTSP003742452
250	BAYTSP 003724542 – BAYTSP 003724548
251	BAYTSP 003747348
252	BAYTSP 04183405
253	PL00146756 – PL00146758
254	BAYTSP 004381247 – BAYTSP 004381248
255	FS038779
256	CH00079729
257	Excerpts of the Deposition of Todd Apmann (July 23, 2009)
258	Excerpts of the Deposition of Nicole Browning (Oct. 7, 2009)
259	Excerpts of the Deposition of Damon Burrell (Apr. 14, 2009)
260	Excerpts of the Deposition of Donna Cooper (Oct. 31, 2008)
261	Excerpts of the Deposition of Tom Dooley (Sept. 30, 2009)
262	Excerpts of the Deposition of Cindy Emch (Nov. 19, 2009)
263	Declaration of George F. Salem in Support of Defendants' Surreply to Plaintiffs' Joint Motion to Compel (Apr. 4, 2008)
264	Excerpts of the Deposition of Erik Flannigan (Oct. 16, 2008)
265	Excerpts of the Deposition of Michael Fricklas (Sept. 22, 2009)
266	Excerpts of the Deposition of Michelena Hallie (Dec. 10, 2009)
267	Excerpts of the Deposition of Doug Herzog (Jan. 16, 2009)
268	Excerpts of the Deposition of Brendan Jackson (Nov. 5, 2009)
269	Excerpts of the Deposition of Courtney Nieman (Dec. 16, 2009)
270	Excerpts of the Deposition of Alfred Perry (Dec. 16, 2009)
271	Excerpts of the Deposition of Megan Wahtera (Dec. 4, 2009)
272	VIA00734485 – VIA00734496
273	VIA15262766 – VIA15262811

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274	VIA16813940 – VIA16813966
275	BAYTSP003809148 – BAYTSP003809156
276	VIA15256605 – VIA15256607
277	VIA02355274 – VIA02355310
278	BAYTSP004341833
279	“No Joke: ‘SouthPark’ Uploads Spared,” <i>Multichannel News</i> , Oct. 14, 2006
280	BAYTSP 001093517 – BAYTSP 001093523
281	VIA01603422 – VIA01603445
282	JK00000824
283	JK00005698
284	Email chain between Michael Rubin and Scott Wilkens (Apr. 2010)
285	IM_00000628 – IM_00000642
286	Plaintiffs’ Confidential Supplemental and Amended Objections and Responses to Certain of YouTube’s Interrogatories to Viacom International, Inc. et al. (Apr. 16, 2010)
287	GOO001-00829703
288	GOO001-00925742 – GOO001-00925743
289	GOO001-00274220 – GOO001-00274222
290	GOO001-00498634 – GOO001-00498635
291	Excerpts of the Deposition of Wendy Chang (July 11, 2008)
292	GOO001-04734072 – GOO001-04734075
293	GOO001-05397369
294	GOO001-05397390
295	GOO001-05397401 – GOO001-05397403
296	Excerpts of the Deposition of Gideon Yu (Aug. 14, 2009)
297	GOO001-00939843 – GOO001-00939844
298	VIA01663829
299	VIA08940860
300	BAYTSP 003719030 – BAYTSP 003719031
301	Excerpts of the Deposition of Shashi Seth (July 16, 2009)
302	GOO001-05943950
303	“Getting Started: Private videos (and how to share them)” ( <a href="http://www.google.com/support/youtube/bin/answer.py?hl=en-uk&amp;answer=157177">http://www.google.com/support/youtube/bin/answer.py?hl=en-uk&amp;answer=157177</a> )
304	VIA00173620
305	Excerpts of the Deposition of Michael Wolf (Apr. 17, 2009)
306	BAYTSP004378423 – BAYTSP004378433
307	VIA16086446
308	VIA00174704
309	PL00130888 – PL00130891
310	BAYTSP004272806 – BAYTSP004272832
311	GOO001-05164888 – GOO001-05164927

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312	Defendants' Supplemental "Highly Confidential" Responses and Objections to Plaintiffs' Second Set of Interrogatories (Apr. 26, 2010)
313	BAYTSP004341831
314	GOO001-01607047 – GOO001-01607050
315	GOO001-09681151 – GOO001-09681202
316	BAYTSP004405246 – BAYTSP004405247
317	WS-02484
318	Excerpts of the Deposition of Michael Robinson (Jan. 15, 2010)
319	VIA11786232 – VIA11786276
320	Excerpts of the Deposition of Nicholas Seet (Nov. 24, 2009)
321	GOO001-06134729 – GOO001-06134730
322	AUD00133540 – AUD00133541
323	VIA02095742 – VIA02095747
324	GOO001-00075158
325	Excerpts of the Deposition of Jim Patterson (Dec. 18, 2009)
326	VIA10432652 – VIA10432657
327	VIA10432614
328	VIA11787186
329	VIA13821920 – VIA13821921
330	BAYTSP004369131
331	VIA10389617 – VIA10389624
332	GOO001-06147919 – GOO001-06147973
333	VIA12746723 – VIA12746729
334	Excerpts of the Rule 30(b)(6) ESI Deposition of Viacom, by Warren Solow (Sept. 19, 2007)
335	Excerpts of the Deposition of Wade Davis (Aug. 6, 2009)
336	VIA08711358 – VIA08711459
337	VIA00159503 – VIA00159505
338	Atom Entertainment Terms of Service
339	VIA01228819
340	VIA16465948 – VIA16465956
341	VIA00070376 – VIA00070378
342	VIA02349844 – VIA02349849
343	Agreement and Plan of Merger by and among Viacom Inc., Surprise Merger Sub Inc., Atom Entertainment Inc., The Stockholder Representative Named Herein and The Principal Stockholders, dated as of August 9, 2006
344	VIA11748626 – VIA11748627
345	AM003814 – AM003842
346	VIA08719005 – VIA08719006
347	RD004338 – RD004339
348	VIA11431530 – VIA11431531
349	VIA01675542
350	VIA00332214 – VIA00332216

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351	VIA00556103
352	VIA01981185
353	VIA00848179 – VIA00848180
354	VIA11691261 – VIA11691262
355	VIA00701323 – VIA00701340
356	VIA00399413 – VIA00399414
357	VIA00466749 – VIA00466750
358	PLC00000597 – PLC00000598
359	PLC00000237 – PLC00000238
360	Excerpts of the Deposition of Joshua Dern (Nov. 24, 2009)
361	Flux webpage ( <a href="http://www.flux.com/Content/Video/AddVideo.aspx">http://www.flux.com/Content/Video/AddVideo.aspx</a> )
362	Excerpts of the Deposition of Blair Harrison (Dec. 9, 2009)
363	VIA00906338 – VIA00906339
364	GOO001-00630880 – GOO001-00630881
365	VIA15809187 – VIA15809276
366	“Principles for User Generated Content Services” ( <a href="http://www.ugcprinciples.com">http://www.ugcprinciples.com</a> )
367	VIA02066750 – VIA02066794
368	VIA15121970 – VIA15122007
369	VIA02451027 – VIA02451037
370	Excerpts of the Deposition of Scott Hurwitz (Sept. 10, 2008)
371	VIA14008024 – VIA14008056
372	VIA14008139 – VIA14008144
373	VIA00367207 – VIA00367211
374	Deposition Notice to MPAA (Nov. 20, 2009)
375	Amended Deposition Notice to MPAA (Jan. 10, 2010)
376	Email chain between Bart Volkmer and Kelly Klaus (Jan. 2010)
377	Chart of S. Redstone Production (Excel List)
378	Excerpts of the Deposition of Kristina Tipton (Oct. 29, 2009)
379	Chart of K. Tipton Production (Bar Chart)
380	VIA00366274 – VIA00366287
381	VIA00862882
382	PL00145484 – PL00145485
383	GOO001-00016101 – GOO001-00016104
384	Excerpts of the Deposition of Tamar Teifeld (Feb. 18, 2009)
385	VIA00330126 – VIA00330127
386	VIA00857333
418	Excerpts of the Deposition of Keith Hauprich (Nov. 4, 2008)
419	Letter from William Hohengarten to Michael Rubin (May 12, 2009)
420	MPAA 0501208
423	GOO001-02201131 – GOO001-02201132.0228
424	Excerpts of the Deposition of Michael Solomon (September 1, 2009)
425	MPAA004540 – MPAA004541

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### 3. Defendants' Opposition to Plaintiffs' Motions for Partial Summary

Judgment refers to a number of videos that Plaintiffs have alleged as clips in suit in these actions. Attached hereto are true and correct copies of those videos. Version "A" of each video is provided in the "Flash Video," or ".flv," format, as stored on YouTube's servers. (See Solomon Opening Decl. ¶ 12, which explains the manner in which those videos were captured from YouTube's servers.) For the Court's convenience, we have also converted each video to the "MPEG-1" format, and include that format as version "B."

<b>Exhibit</b>	<b>Description</b>
387A	apDu_3WiKwo (.flv format)
387B	apDu_3WiKwo (MPEG-1 format)
388A	zTwq5XyE-Ls (.flv format)
388B	zTwq5XyE-Ls (MPEG-1 format)
389A	oaZ4blN_Xhs (.flv format)
389B	oaZ4blN_Xhs (MPEG-1 format)
390A	5SNiRZ5KOGA (.flv format)
390B	5SNiRZ5KOGA (MPEG-1 format)
391A	vWaW1YPZrgk (.flv format)
391B	vWaW1YPZrgk (MPEG-1 format)
392A	Bet6HRAfAtk (.flv format)
392B	Bet6HRAfAtk (MPEG-1 format)
393A	zrHkvQ3qMmA (.flv format)
393B	zrHkvQ3qMmA (MPEG-1 format)
394A	i2E7xIz7hdY (.flv format)
394B	i2E7xIz7hdY (MPEG-1 format)
395A	jJOKjNdvn9g (.flv format)
395B	jJOKjNdvn9g (MPEG-1 format)
396A	wGyejIrrn2U (.flv format)
396B	wGyejIrrn2U (MPEG-1 format)
397A	UtNKMRN17r4 (.flv format)
397B	UtNKMRN17r4 (MPEG-1 format)
398A	t963-Dhs_oE (.flv format)
398B	t963-Dhs_oE (MPEG-1 format)
399A	aYjJ04Fkpkc (.flv format)
399B	aYjJ04Fkpkc (MPEG-1 format)

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<b>Exhibit</b>	<b>Description</b>
400A	Lef-uPNCpeU (.flv format)
400B	Lef-uPNCpeU (MPEG-1 format)
401A	VGKHKSTi3Zg (.flv format)
401B	VGKHKSTi3Zg (MPEG-1 format)
402A	JhbFKmC7JO0 (.flv format)
402B	JhbFKmC7JO0 (MPEG-1 format)
403A	Nim6DGLP1iU (.flv format)
403B	Nim6DGLP1iU (MPEG-1 format)
404A	NaYpm5hRlh8 (.flv format)
404B	NaYpm5hRlh8 (MPEG-1 format)
405A	TQtCNV7w2fs (.flv format)
405B	TQtCNV7w2fs (MPEG-1 format)
406A	mExEHOejl4 (.flv format)
406B	mExEHOejl4 (MPEG-1 format)
407A	ZQGMm-aNpZU (.flv format)
407B	ZQGMm-aNpZU (MPEG-1 format)
408A	iD0wwVmN2Vc (.flv format)
408B	iD0wwVmN2Vc (MPEG-1 format)
409A	IfJGC4Be_NU (.flv format)
409B	IfJGC4Be_NU (MPEG-1 format)
410A	HPB9yq7f_1k (.flv format)
410B	HPB9yq7f_1k (MPEG-1 format)
411A	YYeJEFa-xCA (.flv format)
411B	YYeJEFa-xCA (MPEG-1 format)
421A	NpqqWW0z7vM (.flv format)
421B	NpqqWW0z7vM (MPEG-1 format)
422A	x8wOTcv5E38 (.flv format)
422B	x8wOTcv5E38 (MPEG-1 format)

4. Defendants' brief describes a video appearing on the YouTube website, available at [http://www.youtube.com/watch?v=E3WqfFI-K\\_U](http://www.youtube.com/watch?v=E3WqfFI-K_U). Attached hereto as Exhibit 412 is a true and correct copy of the video appearing on that webpage. Version "A" of the video is provided in the "Flash Video," or ".flv" format, as stored on YouTube's servers. (See Solomon Opening Decl. ¶ 12, which explains the manner in which those videos were captured from YouTube's servers.) For the Court's convenience, we have also converted the video to the "MPEG-1" format, and include

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that format as version “B.” Also attached as Exhibit 413 is a true and correct copy of a screenshot captured on April 30, 2010 for the URL.

5. Attached as Exhibit 414 is a true and correct copy of a video appearing on the webpage <http://www.limelightnetworks.com/customers/>. Attached as Exhibit 415 is a true and correct copy of a printout of that webpage as of April 29, 2010.

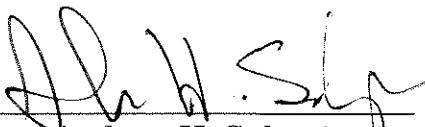
6. Attached hereto as Exhibit 416 is a subset of data produced by YouTube from its systems in response to requests by Plaintiffs. The data show certain details about the YouTube videos bearing Video IDs YYeJEFa-xCA and HPB9yq7f\_1k, including the username and email address of the uploader, the date on which the video was uploaded to YouTube, and the title the user provided when uploading the video.

7. Attached hereto as Exhibit 417 is a subset of data produced by YouTube from its systems in response to requests by Plaintiffs. The data show certain details about YouTube accounts, including the name (if any) and email address provided during registration.

8. Among the data that Plaintiffs requested and YouTube produced from its systems regarding the Clips in Suit was data showing when the Clips in Suit were uploaded by users to YouTube. I have reviewed that data and it shows that more than 15,000 Clips in Suit were uploaded on or after May 1, 2008.

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Dated: New York, NY  
May 10, 2010



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Andrew H. Schapiro